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Attorneys for Debtor, NP Wildcat TIC 1, LLC

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SANTA ANA DIVISION

In re	)	Case No. 8:23-bk-12657-sc
)	
NP Wildcat TIC 1, LLC	)	Chapter 11
)	
Debtor.	)	DECLARATION OF THOMAS FAWKES
	)	IN SUPPORT OF APPLICATION FOR
	)	ORDER AUTHORIZING AND APPROVING
	)	EMPLOYMENT OF TUCKER ELLIS LLP
	)	AS COUNSEL FOR THE DEBTOR NUNC
	)	PRO TUNC TO DECEMBER 15, 2023
)	
	)	DATE: TBD
	)	TIME: TBD
	)	JUDGE: Hon. Scott C. Clarkson, Judge
	)	PLACE: Courtroom 5C - Virtual
	)	411 W. Fourth St.,
	)	Santa Ana, CA 92701

1 I, Thomas R. Fawkes, being duly sworn, state the following under penalty of perjury.

2 1. I am a partner in the law firm of Tucker Ellis LLP (“Tucker Ellis”), which has offices at,
3 among others, 233 S. Wacker Dr., Suite 6950, Chicago, Illinois 60606. I am a member in good standing
4 of the Bars of the States of Illinois and New York, and am admitted to practice before the United States
5 District Courts for the Northern District of Illinois, Southern, Eastern, and Western Districts of New
6 York, Eastern and Western Districts of Wisconsin, Eastern District of Michigan, Northern District of
7 Indiana, District of Colorado, and Eastern District of Michigan. There are no disciplinary proceedings
8 pending against me.
9

10 2. I am in all respects competent to make this declaration in support of the Application for
11 Order Authorizing and Approving Employment of Tucker Ellis LLP as Counsel for the Debtor Nunc
12 Pro Tunc to December 15, 2023 (the “Application”), pursuant to which the Debtor seeks to retain and
13 employ Tucker Ellis as its counsel in the above-captioned chapter 11 case pursuant to section 327(a) of
14 the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy
15 Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of the United States
16 Bankruptcy Court for the Central District of California (the “Local Rules”).
17

18 3. In connection with this case, the Debtor has requested authority to retain and employ
19 Tucker Ellis as its lead counsel in accordance with the engagement letter (the “Engagement Letter”),
20 which is attached hereto as Exhibit A. The Debtor seeks to retain Tucker Ellis, subject to the oversight
21 and orders of the Court, to advise the Debtor with respect to certain matters, including, in part, the
22 following:
23

- 24 a. advising the Debtor on all legal issues as they arise;
25 b. representing and advising the Debtor on issues related to existing loan obligations;
26

- c. preparing, on behalf of the Debtor, all necessary pleadings, reports, and other papers;
- d. representing and advising the Debtor in all proceedings in this case;
- e. assisting and advising the Debtor in the administration of its estate; and
- f. providing such other services as are customarily provided by counsel to chapter 11 debtors in cases of this kind.

4. Tucker Ellis requests that all legal fees and related costs incurred by the Debtor on account of services rendered by Tucker Ellis in this case be paid as chapter 11 administrative expenses of the estate in accordance with the Bankruptcy Code and applicable orders entered in this case.

5. Subject to the Court's approval, Tucker Ellis will charge for its legal services on an hourly basis, billed in tenth-of-an-hour increments, in accordance with its hourly rates in effect on the date that such services were rendered. Tucker Ellis's billing rates for attorneys for the 2024 calendar year range from approximately \$300.00 per hour for associates to \$895.00 per hour for senior partners (however, no attorney with a billing rate in excess of \$655.00/hour will provide services in this case). Paraprofessional services will be provided to the Debtor at a rate between \$150.00 and \$265.00/hour. These hourly rates are typically subject to periodic adjustments to reflect economic and other conditions.

6. The names, position, and hourly rates for the 2024 calendar year of the Tucker Ellis professionals expected to be primarily responsible for providing services to the Debtor include: Thomas R. Fawkes – Partner (\$655.00/hour), Matthew I. Kaplan – Partner (\$700.00/hour), Jason J. Ben – Counsel (\$600.00/hour); and Edet Nsemo – Associate (\$420.00/hour). For Messrs. Fawkes, Kaplan, and Ben, the rates set forth herein represent a discount of approximately 10% from their respective standard hourly rates. In addition, from time to time, it may be necessary for other Tucker Ellis professionals to provide services to the Debtor.

1 7. Tucker Ellis intends to charge for identifiable, non-overhead expenses incurred in
2 connection with the case, which would not have been incurred except for representation of the Debtor,
3 in accordance with the guidelines of the United States Trustee. Tucker Ellis will charge only the amount
4 actually incurred by Tucker Ellis in connection with such items. Examples of such expenses are postage,
5 overnight mail, courier delivery, photocopying, travel expenses, and meals and lodging. Tucker Ellis
6 will maintain detailed records of any actual and necessary costs incurred in connection with the
7 aforementioned legal services.
8

9 8. Tucker Ellis intends to apply to the Court for allowance of such compensation and
10 reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the
11 Bankruptcy Rules, the Local Rules and applicable orders of this Court, and the guidelines, practices,
12 and customs of the United States Trustee. Tucker Ellis has advised the Trustee that Tucker Ellis may
13 seek interim compensation during this case as permitted by applicable sections of the Bankruptcy Code
14 including §§ 327, 328 and 331, the applicable Local Rules and applicable orders of this Court.
15

16 9. Neither I, nor Tucker Ellis, nor any partner or associate thereof, was a director, officer,
17 or employee of the Debtor within two years of the Petition Date.

18 10. Tucker Ellis ran a conflicts search for (a) each of the Debtor's known creditors; (b) the
19 Debtor and any equity holders; (c) current and former officers of the Debtor; (d) any shareholders; and
20 (e) Judges of the Bankruptcy Court and Employees in the Office of the U.S. Trustee.

21 11. Neither I, nor Tucker Ellis, nor any partner or associate thereof, insofar as I have been
22 able to ascertain (a) hold or represent any interest adverse to the Debtor or its estate; (b) represent any
23 creditor in connection with this case, or (c) represent any other entity in connection with this case having
24 an interest adverse to the Debtor. Further, insofar as I have been able to ascertain, Tucker Ellis has no
25 connection (connection being defined as a biological or contractual relationship) with the Debtor, its
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27
28

creditor(s), other parties in interest or their respective attorneys or accountants, or the United States Trustee or any person employed in the office of the United States Trustee.

12. For a period of approximately three years, Tucker Ellis has represented Nelson Partners, LLC, Patrick Nelson (the manager and indirect owner of the Debtor), and other entities affiliated with Nelson Partners, LLC on numerous bankruptcy, workout and litigation matters, including issues related to the Debtor and its property. Tucker Ellis has not represented Mr. Nelson in connection with any guaranty obligations he may have to existing creditors of the Debtor. Tucker Ellis does not hold any pre-petition claims whatsoever against the Debtor for services rendered, and has not received payments from the Debtor for services rendered at any time during the 90-day period preceding the Petition Date.

13. Tucker Ellis has not shared or agreed to share (a) any compensation it has received or may receive in connection with this case with another party or person, other than with the partners, of counsel, associates, contract attorneys, and law clerks associated with Tucker Ellis; or (b) any compensation another person or party has received or may receive in connection with this case

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements are true and correct.

Dated: January 31, 2024

TUCKER ELLIS LLP

By: /s/ Thomas R. Fawkes
Thomas R. Fawkes